

**Press release**

**March 3, 2017**

## **Notice of Annual Shareholders' Meeting of Dometic Group AB (publ)**

The shareholders in Dometic Group are hereby summoned to the annual shareholders' meeting on Friday April 7, 2017, at 1.00 pm at Meeting Room, Alströmergatan 20, 112 47 Stockholm.

### **Participation**

Shareholders who wish to participate in the meeting shall (a) be recorded in the share register maintained by Euroclear Sweden AB on Friday March 31, 2017 (with Saturday April 1, 2017 as the record date), and (b) notify the company of their intention to participate in the meeting not later than on Monday April 3, 2017. Such notification can be made via a form on the company's website, [www.dometic.com/en/se](http://www.dometic.com/en/se), by telephone +46 (0)8-402 91 26 on weekdays from 09:00 to 16:00 CET or in writing by mail to Dometic Group AB (publ) c/o Euroclear Sweden AB, "Årsstämma", Box 191, SE-101 23 Stockholm. The notification shall set forth the name, address, telephone number (daytime), personal/corporate identity number, the number of shares held and, when applicable, information about representatives and assistants.

Shareholders represented by proxy shall issue a written and dated power of attorney for the proxy or, should the right to vote for the shares be divided among different representatives, the representatives, together with information on the number of shares each representative is entitled to vote for. If the power of attorney is issued on behalf of a legal entity, a certified copy of a registration certificate for the legal entity (or corresponding document), evidencing the authority to issue the proxy, shall be appended. The original of the power of attorney and, when applicable, the registration certificate shall be sent to the company at the address indicated above, well before the meeting. A proxy form is available at the company's website, [www.dometic.com/en/se](http://www.dometic.com/en/se), and shall be sent to shareholders who so request.

Shareholders whose shares are registered in the name of a nominee through a bank or a securities institution shall re-register their shares in their own names to be entitled to participate in the meeting. Such registration, which may be temporary, shall be duly effected in the share register maintained by Euroclear Sweden AB on Friday March 31, 2017, and the shareholders shall therefore advise their nominees well in advance of this date.

The shareholders are reminded of their right to request information in accordance with Chapter 7 Section 32 of the Swedish Companies Act (Sw. *aktiebolagslagen*).

### **Proposed agenda**

1. Election of chairman of the meeting (see below).
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of persons to approve the minutes.

5. Determination of whether the meeting has been duly convened.
6. Presentation by the company's Chief Executive Officer.
7. Presentation of the annual report and the auditor's report as well as the consolidated financial statements and the auditor's report for the group.
8. Resolution on:
  - a. approval of the profit and loss account and balance sheet as well as the consolidated profit and loss account and consolidated balance sheet
  - b. approval of allocation of the company's result according to the adopted balance sheet (see below); and
  - c. discharge of the members of the board of directors and the Chief Executive Officer from liability.
9. Determination of the number of members of the board, deputy members of the board, auditors and deputy auditors (see below).
10. Determination of fees to the members of the board and the auditor (see below).
11. Election of the members of the board and chairman of the board (see below).
12. Election of auditor (see below).
13. The Nomination Committee's proposal regarding principles for appointment of the Nomination Committee (see below).
14. The board of directors' proposal regarding guidelines for remuneration to the executive management (see below).
15. The board of directors' proposal for resolution on authorization regarding acquisition of own shares.
16. Closing of the meeting.

#### **Allocation of the company's result (item 8b)**

The Board of Directors proposes that the annual shareholders' meeting resolves on a dividend for 2016 of SEK 1.85 per share.

The record date for the right to receive dividend is proposed to be Tuesday April 11, 2017. Subject to resolution by the annual shareholders' meeting in accordance with this proposal, dividend is expected to be distributed by Euroclear Sweden AB on Tuesday April 18, 2017.

#### **Board of directors etc. (items 1 and 9–12)**

The Nomination Committee, comprising Mr. Joachim Spetz (Swedbank Robur Fonder), Mr. Simon Blecher (Carnegie Fonder), Mr. Christian Brunlid (Handelsbanken Fonder) and Mr. Fredrik Cappelen, the chairman of the board of directors of Dometic Group, proposes the following:

- Fredrik Cappelen shall be appointed chairman of the meeting (item 1).
- The board of directors shall consist of seven members with no deputies. The company shall have a registered auditing firm as auditor without deputy auditor (item 9).
- The remuneration to the board of directors shall be paid in a total amount not exceeding SEK 3 335 000. The Nomination Committee proposes that the total remuneration shall be distributed as follows: SEK 725 000 to the chairman of the board of directors and SEK 360 000 to each of the other board members. The remuneration to the board members and the chairman, respectively, is unchanged as compared to the previous year. Remuneration for the committee work shall be paid with in total a maximum of SEK 450 000, whereof SEK 250 000 shall be allocated to the audit committee (whereof SEK 100 000 to the chairman of the committee and SEK 50 000 to each of the other members) and SEK 200 000 to the remuneration committee (whereof SEK 100 000 to the chairman of the committee and SEK 50 000 to each of the other members) (item 10).

- Remuneration to the auditor shall be paid in accordance with approved invoices within the auditor's quotation (item 10).
- Re-election of members of the board Fredrik Cappelen, Rainer E. Schmückle, Magnus Yngen and Erik Olsson and election of Helen Vibbleus, Peter Sjölander och Jacqueline Hoogerbrugge as new members for the period up to the end of the annual shareholders' meeting 2018 (item 11).
- Re-election of Fredrik Cappelen as chairman of the board (item 11).
- Re-election of the auditing firm PricewaterhouseCoopers AB for the period up to the end of the annual shareholders' meeting 2018 (item 12).

### Jacqueline Hoogerbrugge

**Born:** 1963

**Education:** M.Sc. in Chemical Engineering from Rijks Universiteit Groningen

**Other current assignments:** President Operations of Cloetta. Member of the board of directors of Swedish Match and IKEA Industries.

**Previous assignments:** Member of the board of directors of Cederroth International. VP Operations and Vice President Procurement Worldwide Baby Division of Danone. Procurement Director, Factory Director, Supply Chain Manager, Operations Manager and Services Manager of Unilever. Sales Manager Hydrocarbon Sector, Marketing Co-ordinator and Process Engineer of Fluor Daniel.

**Shareholding in Dometic (own and related parties):** -

### Peter Sjölander

**Born:** 1959

**Education:** M.Sc. in Economics from Gothenburg University

**Other current assignments:** Senior Internal Advisor of Altor. Member of the board of directors of Eton Group AB, Fiskars Oy, SATS Elixia and Fit Flop Ltd. Chairman of the board of directors of Grundéns Rainwear.

**Previous assignments:** CEO of Helly Hansen AS. SVP; Product & Brand Europe, CMO Global Brand & Global Licensing of Electrolux AB. General Manager Central Europe NIKE CEE and Global Business Director, Nike ACG of Nike Inc. European Director of Footwear, Marketing Director European Outdoor and Director of Marketing Nordics of Nike Europe BV. Marketing and Buying Director of Intersport. Brand Director of Mölnlycke AB. Member of the board of directors of Swims AS, BTX Group A/S, OBH Nordica Group and Stadium AB.

**Shareholding in Dometic (own and related parties):** -

### Heléne Vibbléus

**Born:** 1958

**Education:** M.Sc. in Economics from Linköping University

**Other current assignments:** Vice President, Internal Audit, CAE, of Autoliv. Member of the board of directors of Scandi Standard and Nordic Growth Market NGM AB.

**Previous assignments:** Member of the board of directors of Marine Harvest ASA, Trelleborg AB, TradeDoubler AB, Rec Silicon ASA and Swedish Financial Accounting Standards. Chairman of the board of directors of Invisio Communications AB and Tyréns AB. Chief Audit Executive of Elekta Instrument AB. Senior Vice President of Electrolux AB. Partner and member of the board of directors of PricewaterhouseCoopers.

**Shareholding in Dometic (own and related parties):** 2,500

Further information on the proposed members of the board is available at [www.dometic.com/en/se](http://www.dometic.com/en/se).

**Nomination Committee (item 13)**

The Nomination Committee proposes that the annual shareholders' meeting resolves to adopt the following principles for appointment of the Nomination Committee for the annual shareholders' meeting 2018.

The Nomination Committee shall be composed of the chairman of the board of directors together with one representative of each of the three largest shareholders, based on ownership in the company as of the expiry of the third quarter of the financial year. Should any of the three largest shareholders renounce its right to appoint one representative to the Nomination Committee, such right shall transfer to the shareholder who then in turn, after these three, is the largest shareholder in the company. The board of directors shall convene the Nomination Committee. The member representing the largest shareholder shall be appointed chairman of the Nomination Committee, unless the Nomination Committee unanimously appoints someone else.

Should a shareholder having appointed a representative to the Nomination Committee no longer be among the three largest shareholders at a point in time falling three months before the annual shareholders' meeting at the latest, the representative appointed by such shareholder shall resign and the shareholder who is then among the three largest shareholders shall have the right to appoint one representative to the Nomination Committee. Should such change in the ownership occur during the three month period prior to the annual shareholders' meeting, the already established composition of the Nomination Committee shall remain unchanged. Should a member resign from the Nomination Committee before his or her work is completed, the shareholder who has appointed such member shall appoint a new member, unless that shareholder is no longer one of the three largest shareholders, in which case the largest shareholder in turn shall appoint the substitute member. A shareholder who has appointed a representative to the Nomination Committee shall have the right to discharge such representative and appoint a new representative.

Changes to the composition of the Nomination Committee shall be announced immediately. The term of the office for the Nomination Committee ends when the next Nomination Committee has been appointed. The Nomination Committee shall carry out its duties as set out in the Swedish Code of Corporate Governance.

**Guidelines for remuneration to the executive management (item 14)**

The Board of Directors proposes that the annual shareholders' meeting resolve to adopt the following guidelines for the remuneration of the Chief Executive Officer and the Group Management for the period until the 2018 annual shareholders meeting.<sup>1</sup>

*Total Remuneration*

The overall principles for remuneration shall be based on the position held, individual performance, performance of the Dometic Group and be competitive in the country of employment. The overall remuneration package may consist of the base salary, variable salary based on short-term annual performance targets, long-term incentives, pension and other benefits, including non-monetary benefits.

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<sup>1</sup> The principles for remuneration set out in these guidelines shall apply to arrangements entered into following the adoption of the guidelines by the annual shareholders' meeting, as well as to any changes made in existing agreements following the adoption of the guidelines.

#### *Base salary and variable salary*

Base salary shall be the basis for total remuneration. The salary shall be market relevant and reflect the degree of responsibility involved in the position. The salary levels are reviewed annually.

Members of the Group Management shall, in addition to the base salary, dependent on an annual decision by the Board of Directors, be eligible to variable salary that is based on short-term annual performance targets. The variable salary potential shall be dependent on the position and may for the CEO amount to a maximum of 75% of the base salary and for the Group Management members be within the interval 30 - 50%, according to individual agreements.

#### *Long-term incentive programs*

The Board of Directors may propose that the annual shareholders' meeting resolves to adopt a long-term incentive program (LTI). Such program shall be designed to ensure a long-term commitment to Dometic Group's development, be implemented on market terms and have a term of no less than three years. Share related LTI programs shall be approved by the shareholders' meeting.

#### *Pensions and insurance*

Pension and disability benefits shall reflect regulations and practice in the country of employment. The value of the benefits shall match accepted levels in the country and shall not exceed 30% of the annual base salary. If possible, pension plans shall, in line with the Group remuneration policy, be defined contribution plans. The retirement age is normally 65 years.

#### *Other benefits*

Other benefits, such as company car, health insurance or similar, may be part of the total remuneration and shall aim to facilitate the Group Management's duties and correspond to what is considered reasonable in relation to market practice in the country of employment.

#### *Notice of termination and severance pay*

Members of the Group Management have 6 months' notice period when notice is given by the employee. If the notice is given by the Company between 6-12 months' notice is applied. The CEO has 6 months' notice by the company, with an additional one year base salary as severance payment. Severance pay shall not form a basis for vacation pay or pension benefits. Local employment and regulations may influence the terms and conditions for notice given by the company.

The Group Management shall be obliged not to compete with the company during the notice period.

#### *Authority for the Board of Directors to deviate from the principles*

Under special circumstances, the Board of Directors may in an individual case deviate from these guidelines. In case of such deviation, the next annual shareholders' meeting shall be informed of the reasons.

#### **The board of directors' proposal for resolution on authorization regarding acquisition of own shares (item 15)**

The Board of Directors proposes the annual shareholders' meeting to authorize the Board of Directors, for the period until the next annual shareholders' meeting on one or several occasions, to resolve on acquisitions of shares in the company as follows.

- a) The company may acquire as a maximum so many shares that, following each acquisition, the company holds at a maximum 10 per cent of all shares issued by the company.
- b) The shares may only be acquired on Nasdaq Stockholm.
- c) Acquisition of shares may only be made at a price per share at each time within the prevailing price interval for the share.
- d) Payment for the shares shall be made in cash.

The purpose of the proposal is to be able to adapt the company's capital structure, thereby contributing to increased shareholder value.

The Board of Directors has issued a statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act.

Resolution in accordance with the proposal requires approval of at least two-thirds of the shares and votes represented at the annual shareholders' meeting.

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### **Shares**

As per the date of this notice, there are 295,833,333 shares in the company outstanding, each with one vote per share, corresponding to 295,833,333 votes. As per the date of this notice, the company does not hold any of its shares.

### **Documentation**

The annual report and other supporting documentation for resolutions shall be available at the company's offices, Hemvärnsgatan 15, SE-171 54 Solna, at latest three weeks prior to the meeting and shall be sent to shareholders who so request and who have specified their postal address. This notice is a translation of a Swedish notice and in case of any deviations between the both language versions, the Swedish version shall prevail.

Stockholm, March 2017  
**Dometic Group AB (publ)**  
*The board of directors*

*This information was released for publication at 09.00 CET on March 3, 2017.*